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and

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Attorney for General Physics Corporation  
and GP Strategies Corporation

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

_____	X	
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
_____	X	

**WITHDRAWAL BY GENERAL PHYSICS CORPORATION AND  
GP STRATEGIES CORPORATION OF THEIR RESPONSE AND  
CONDITIONAL OBJECTION OF GENERAL PHYSICS  
CORPORATION AND GP STRATEGIES CORPORATION  
(SOLELY AS TO UNLISTED CURE AMOUNTS) TO NOTICE OF  
(I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN  
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF  
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY AND (II) CURE  
AMOUNTS RELATED THERETO (DKT. NO. 794)**

Having signed a Trade Agreement also executed by General Motors Corporation,  
General Physics Corporation (together with GP Strategies Corporation and Sandy  
Corporation, a division of General Physics Corporation) hereby withdraw their Response  
and Conditional Objection of General Physics Corporation and GP Strategies Corporation

(Solely as to Unlisted Cure Amounts) to Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Amounts Related Thereto (Dkt. No. 794).

Dated: June 24, 2009

/s/ Mark J. Friedman

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Attorney for General Physics Corporation  
and GP Strategies Corporation

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 24th day of June, 2009, a copy of the foregoing Withdrawal by General Physics Corporation and GP Strategies Corporation of Their Response and Conditional Objection of General Physics Corporation and GP Strategies Corporation (Solely as to Unlisted Cure Amounts) to Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Amounts Related Thereto (Dkt. No. 794) was served by first class mail, postage prepaid, on the following parties:

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